

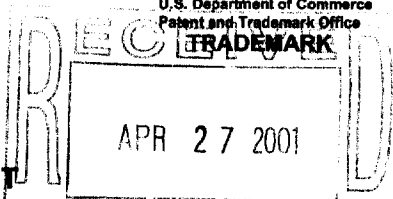
05-08-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0851-0027



101705101

U.S. Department of Commerce
Patent and Trademark Office



4126101

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year

- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
03 08 2001

Name AMBI INC.

Formerly APPLIED MICROBIOLOGY INC.

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name Nutrition 21, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4 Manhattanville Road

Address (line 2) _____

Address (line 3) _____

Purchase

New York

10577-2197

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other _____

- Citizenship/State of Incorporation/Organization New York

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

05/08/2001 6TON11 00000111 75420453

01 FC:481

40.00 DP

02 FC:482

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0851-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0851-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Filed by Express Mail

(Receipt No. EL 63969120105)

on April 26, 2001

pursuant to TRADEMARK

REEL: 002288 FRAME: 0715

Any fee due with this paper, not fully covered by an enclosed check, may be charged on Deposit Acct. No. 08-1634

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Linda S. Chan

April 26, 2001

Name of Person Signing

Signature

Date Signed

State of New York }
Department of State } SS:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **MAR 08 2001**



A handwritten signature in black ink, appearing to read "J. Heub", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (7/00)

F010308000623

DRAWDOWN

UNI-37

CERTIFICATE OF AMENDMENT

OF

AMBI INC.

Under and Pursuant to Section 805 of the Business Corporation Law
of the State of New York

lc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 08 2000

AMBI Inc.
4 Manhattanville Road
Purchase, NY 10577

TAXES
~~FILED~~
WJL
ny

Customer Ref. #: NUTRI01673

2

010308000642

10.12.18 | 8:00 AM
MAR 8 2000

F010308000623

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
AMBI INC.

UNI-37

Under Section 805 of the Business Corporation Law

WE, THE UNDERSIGNED, Gail Montgomery and Benjamin T. Sporn, being respectively the President and Chief Executive Officer, and the Secretary of AMBI Inc., hereby certify:

1. The name of the corporation is AMBI Inc.
2. The certificate of incorporation of said corporation was filed with the Department of State on June 29, 1983. The name under which the corporation was formed was APPLIED MICRO BIOLOGY, INC.
3. (a) The certificate of incorporation is amended to change the name of the corporation from AMBI Inc. to Nutrition 21, Inc.
(b) To effect the foregoing, Article FIRST is amended to read as follows: "The name of the corporation is Nutrition 21, Inc."
4. The amendment to the Certificate of Incorporation was authorized by vote of the holders of a majority of all outstanding shares entitled to vote at a meeting held on the 8th day of March, 2001, subsequent to the affirmative vote of the Board of Directors.

IN WITNESS WHEREOF, we have signed this certificate this 8th day of March, 2001, and we affirm the statements contained therein as true under penalties of perjury.


Gail Montgomery
President and Chief Executive Officer


Benjamin T. Sporn, Secretary